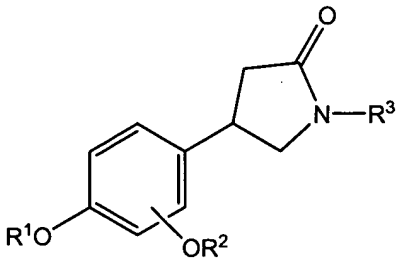
Amendments to the Claims

This listing of claims will replace all prior versions, and listings of claims in the application.

Please insert new claims 23-37.

Listing of Claims:

Claim 1. (Currently amended) A compound having the formula:



wherein

R^1 is a member selected from hydrogen, substituted or unsubstituted C_1-C_4 alkyl and substituted or unsubstituted C_{3-6} cycloalkyl;

R^2 is a member selected from substituted or unsubstituted phenyl, substituted or unsubstituted benzyl and substituted or unsubstituted C_3-C_6 cycloalkyl;

R^3 is a member selected from substituted or unsubstituted pyridyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted pyrazinyl, phenyl and phenyl substituted with a member selected from $S(O)_nNR^{3a}R^{3b}$, $NR^{3a}S(O)_nR^{3b}$, $S(O)_nR^{3a}$, $NR^{3a}R^{3b}$, $NR^{3a}C(O)R^{3b}$, $OC(O)R^{3b}$, $OC(O)OR^{3b}$, $C(O)R^{3b}$, $C(O)NR^{3a}R^{3b}$ and OR^{3a};

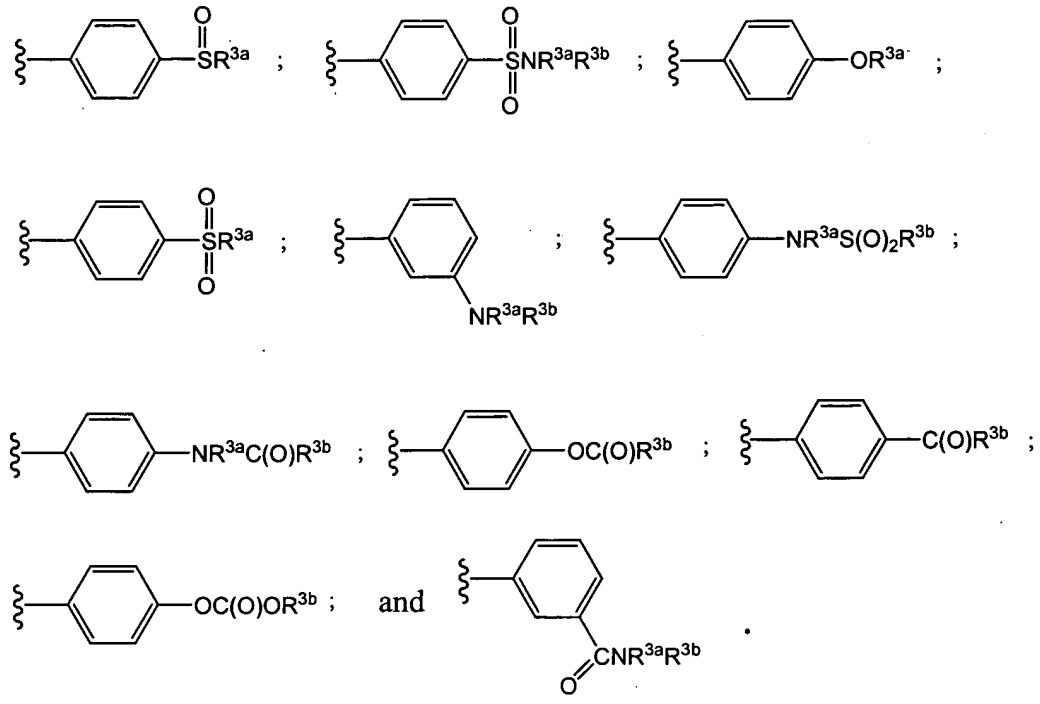
wherein

R^{3a} and R^{3b} are members independently selected from H, **[[and]]** substituted or unsubstituted C_1-C_6 alkyl and substituted or unsubstituted aryl; and

~~n is 0, 1 or 2~~

n is a member selected from 0, 1 and 2.

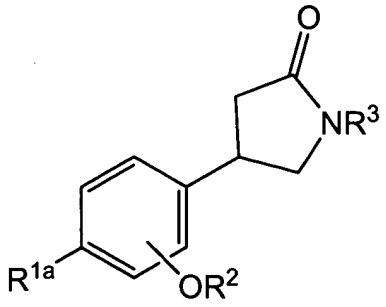
Claim 2. (Previously presented) The compound according to claim **1** wherein R^3 has a formula which is a member selected from:



Claim 3. (Currently amended) The compound according to claim **1**, wherein R^1 is a member selected from C_1-C_3 haloalkyl **[[**or**]]** and methyl.

Claim 4. (Previously presented) The compound according to claim **1**, wherein R^2 is cyclopentyl.

Claim 5. (Currently amended) A method of inhibiting HIV replication in a cell, said method comprising contacting said cell with an amount of a compound sufficient to inhibit said HIV replication, said compound having the formula:



wherein

R^{1a} is a **[[**members independently**]]** member selected from H **[[**,**]]** and OR^{1b}

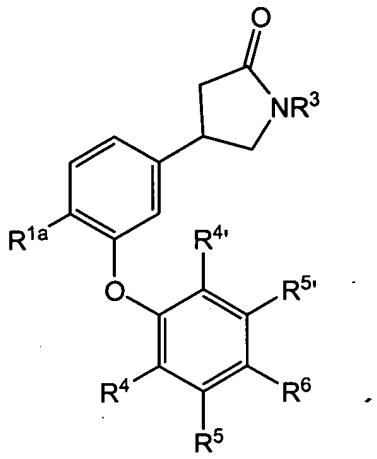
wherein

R^{1b} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

R^2 is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

R^3 is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

Claim 6. (Currently amended) The method according to claim **5**, said compound having the formula:



wherein

R^4, $R^{4'}$, R^5, $R^{5'}$ and R^6 are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, **[[**$S(O)_nR^3$**]]**, $S(O)_nR^{3a}$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ **[[**and**]]**, OR^{3a}, CN, halogen and NO_2;

wherein

R^{3a} and R^{3b} are members independently selected from H, substituted or unsubstituted C_1-C_6 alkyl and substituted or unsubstituted aryl; and

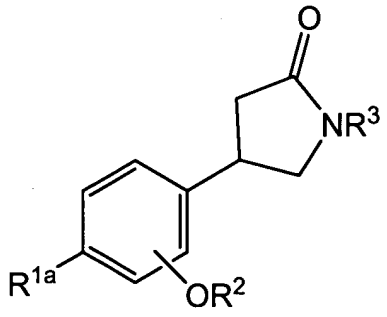
n is a member selected from 0, 1 and 2.

Claim 7. (Previously presented) The method according to claim **5**, wherein R^{1a} is a member selected from substituted or unsubstituted C_3-C_6 cycloalkyloxy and substituted or unsubstituted phenoxy.

Claim 8. (Currently amended) The method according to claim **5**, ~~said compound according to claim 1,~~
wherein
R^{1b} is substituted or unsubstituted alkyl; and
R^2 is a member selected from substituted or unsubstituted C_4-C_6 cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

Claim 9. (Previously presented) The method according to claim **5**, wherein said cell is in a human.

Claim 10. (Currently amended) A method of inhibiting reverse transcriptase in a cell, said method comprising contacting said cell with an amount of a compound sufficient to inhibit said reverse transcriptase, said compound having the formula:

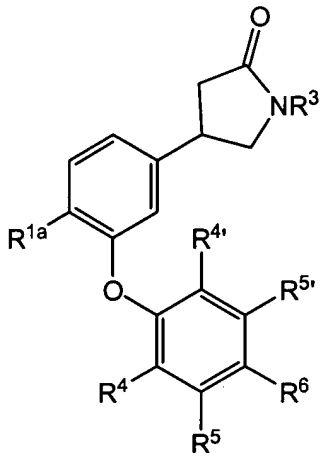


wherein
R^{1a} is a [[members independently]] member selected from H [[,]] and OR^{1b}
wherein
R^{1b} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

R^2 is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

R^3 is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

Claim 11. (Currently amended) The method according to claim **10**, said compound having the formula:



wherein

R^4, $R^{4'}$, R^5, $R^{5'}$ and R^6 are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, [[$S(O)_nR^3$]], $\underline{S(O)_nR^{3a}}$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ [[and]], OR^{3a}, CN, halogen and NO_2;

wherein

$\underline{R^{3a}}$ and $\underline{R^{3b}}$ are members independently selected from H, substituted or unsubstituted $\underline{C_1}$-$\underline{C_6}$ alkyl and substituted or unsubstituted aryl; and

n is a member selected from 0, 1 and 2.

Claim 12. (Previously presented) The method according to claim **10**, wherein R^{1a} is a member selected from substituted or unsubstituted C_4-C_6 cycloalkyloxy and substituted or unsubstituted phenoxy.

Claim 13. (Currently amended) The method according to claim **10**, ~~said compound according to claim 1,~~

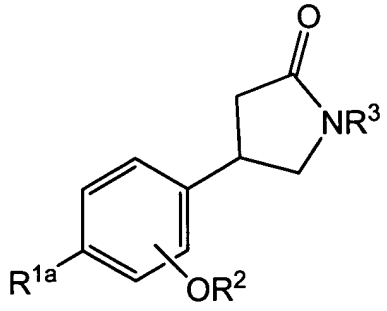
wherein

R^{1b} is substituted or unsubstituted alkyl; and

R^2 is a member selected from substituted or unsubstituted C_3-C_6 cycloalkyl, substituted or unsubstituted benzyl and substituted or unsubstituted phenyl.

Claim 14. (Previously presented) The method according to claim **10**, wherein said cell is in a human.

Claim 15. (Currently amended) A method of treating HIV infection in a human subject comprising administering to said subject an amount of a compound sufficient to treat said HIV infection, said compound having the formula:



wherein

R^{1a} is a [[members independently]] <u>member</u> selected from H [[,]] and OR^{1b}

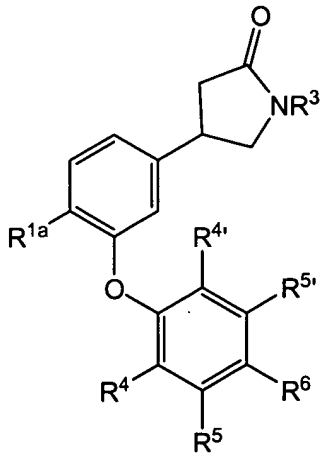
wherein

R^{1b} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

R^2 is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

R^3 is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

Claim 16. (Currently amended) The method according to claim **15**, said compound having the formula:



wherein

R^4, $R^{4'}$, R^5, $R^{5'}$ and R^6 are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, [[$S(O)_nR^3$]], $\underline{S(O)_nR^{3a}}$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ [[and]], OR^{3a}, CN, halogen and NO_2;

wherein

$\underline{R^{3a}}$ and $\underline{R^{3b}}$ are members independently selected from H, substituted or unsubstituted $\underline{C_1}$-$\underline{C_6}$ alkyl and substituted or unsubstituted aryl; and

n is a member selected from 0, 1 and 2.

Claim 17. (Previously presented) The method according to claim **15**, wherein R^{1a} is a member selected from substituted or unsubstituted C_3-C_6 cycloalkyloxy and substituted or unsubstituted phenoxy.

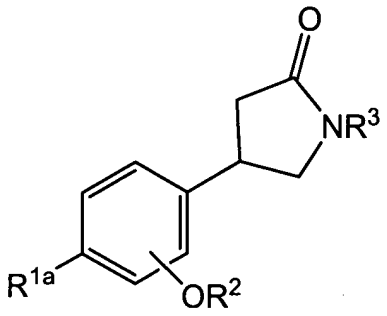
Claim 18. (Currently amended) The method according to claim **15**, ~~said compound according to claim 1,~~

wherein

R^{1b} is substituted or unsubstituted alkyl; and

R^2 is a member selected from substituted or unsubstituted C_3-C_6 cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

Claim 19. (Currently amended) A method of providing prophylaxis against HIV infection comprising administering a prophylactic amount of a compound to a person who is at risk of HIV infection, said compound having the formula:



wherein

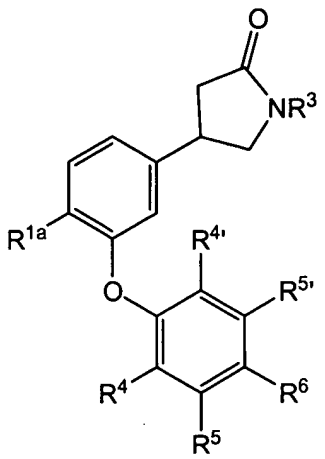
R^{1a} is a **[[**members independently**]]** member selected from H **[[**,**]]** and OR^{1b} wherein

R^{1b} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

R^2 is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

R^3 is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

Claim 20. (Currently amended) The method according to claim **19**, said compound having the formula:



wherein

R^4, $R^{4'}$, R^5, $R^{5'}$ and R^6 are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, [[$S(O)_nR^3$]], $\underline{S(O)_nR^{3a}}$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ [[and]], OR^{3a}, CN, halogen and NO_2;

wherein

$\underline{R^{3a}}$ and $\underline{R^{3b}}$ are members independently selected from H, substituted or unsubstituted $\underline{C_1}$-$\underline{C_6}$ alkyl and substituted or unsubstituted aryl; and

n is a member selected from 0, 1 and 2.

Claim 21. (Previously presented) The method according to claim **19**, wherein R^{1a} is a member selected from substituted or unsubstituted C_4-C_6 cycloalkyloxy and substituted or unsubstituted phenoxy.

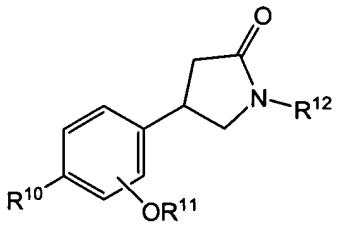
Claim 22. (Currently amended) The method according to claim **19**, ~~said compound according to claim 1,~~

wherein

R^{1b} is substituted or unsubstituted alkyl; and

R^2 is a member selected from substituted or unsubstituted C_4-C_6 cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

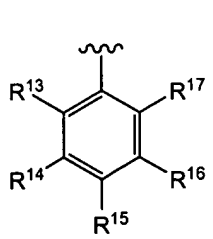
Claim 23. (New) A compound having the formula:



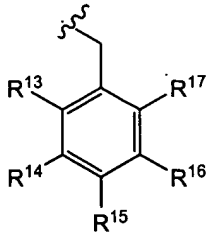
wherein

R^{10} is a member selected from hydrogen, hydroxy, C_{1-4} alkyl, C_{1-4} alkyloxy, C_{3-6} cycloalkyl-oxy, halo and cyano;

R^{11} is a member selected from substituted or unsubstituted pyridyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted C_{3-6} cycloalkyl and a group selected from (a) or (b):



(a)



(b)

wherein R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} are members independently selected from hydrogen, halo, hydroxy, methyl, ethenyl, methoxy, ethoxy, nitro, trifluoromethyl, difluoromethyl, difluoromethoxy, trifluoroethoxy, trifluoromethoxy, OC_2H_5, CH_2OH, $C(O)CH_3$, $S(O)_nCH_3$, $S(O)_nC_2H_5$ and cyano

wherein

n is 0, 1 or 2; and

R^{12} is a member selected from substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroaryl and substituted or unsubstituted heteroarylalkyl.

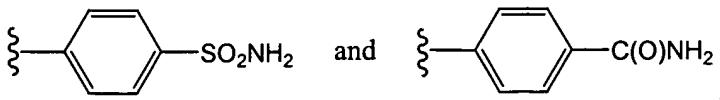
Claim 24. (New) The compound according to claim **23** in which at least one of R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} is CN.

Claim 25. (New) The compound according to claim **23** in which R^{13} is halogen and R^{17} is CN.

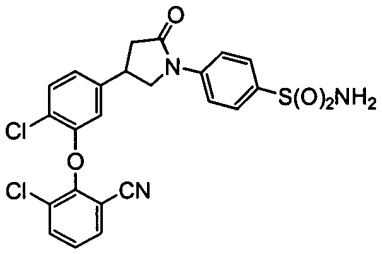
Claim 26. (New) The compound according to claim **23** in which R^{12} is selected from substituted or unsubstituted phenyl, benzyl, pyridinyl, quinolinyl, pyridazinyl, pyrazinyl, and pyrimidinyl.

Claim 27. (New) The compound according to claim **26** in which said substitutions include up to 2 members independently selected from halo, methyl, ethenyl, amino, nitro, cyano, trifluoromethyl, ethoxy-carbonyl, $C(O)OH$, $C(O)OCH_3$, $S(O)_2NH_2$, $C(O)NH_2$, $C(O)NHC_2H_5$, $NHS(O)_2CH_3$, CH_2OH, $S(O)_2CH_3$, SCH_3, and SC_2H_5.

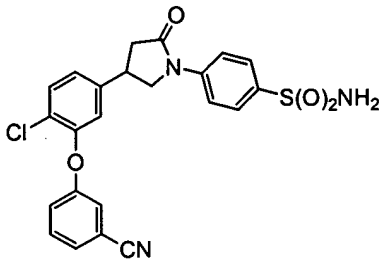
Claim 28. (New) The compound according to claim **27** wherein said R^{12} is substituted phenyl, and said substituted phenyl is a member selected from



Claim 29. (New) The compound according to claim **28** wherein said compound is a member selected from:



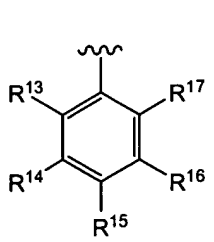
; and



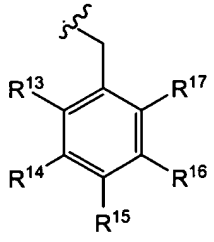
Claim 30. (New) The compound according to claim **23** in which

R^{10} is halogen;

R^{11} is a member selected from substituted pyridinyl, substituted pyrimidyl, and a group selected from (a) or (b):



(a)



(b)

wherein R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} are members independently selected from hydrogen, halo, hydroxy, methyl, ethenyl, methoxy, ethoxy, nitro, trifluoromethyl, difluoromethyl, difluoromethoxy, trifluoroethoxy, trifluoromethoxy, OC_2H_5, CH_2OH, $C(O)CH_3$, $S(O)_nCH_3$, $S(O)_nC_2H_5$ and cyano

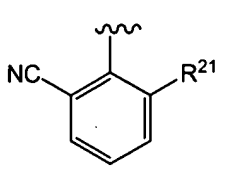
wherein

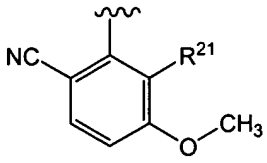
n is 0, 1 or 2; and

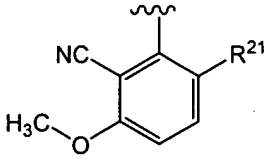
R^{12} is a member selected from substituted pyridinyl and substituted aryl.

Claim 31. (New) The compound according to claim **30** in which

R^{11} is a member selected from:



;


;


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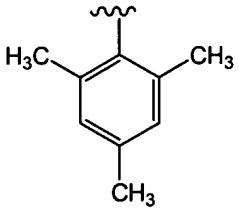

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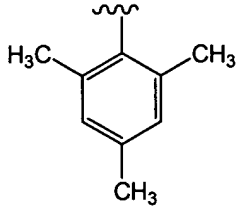

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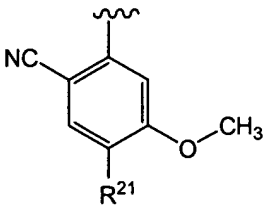
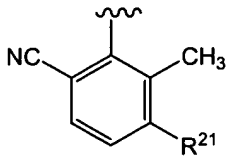
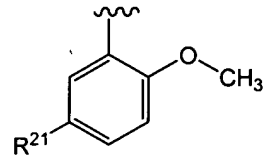
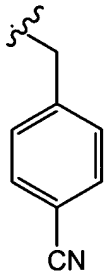
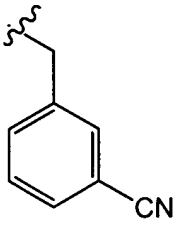


;

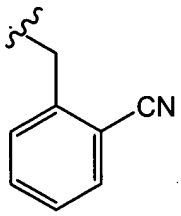


;


;


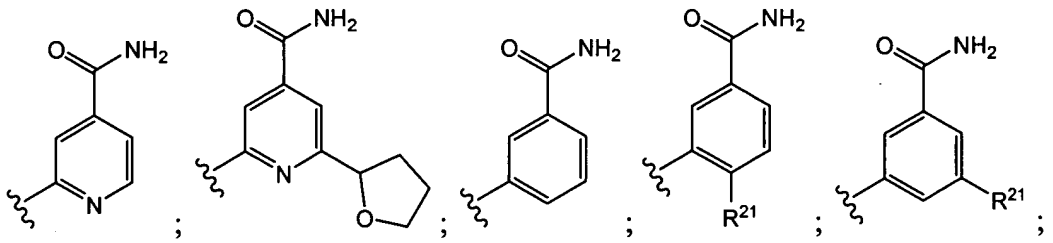
;


; and

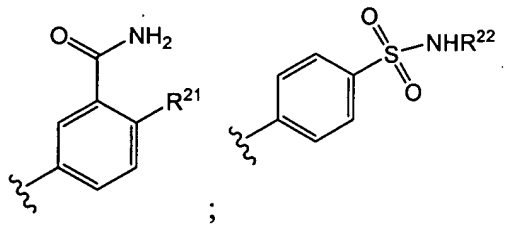


wherein R^{21} is halogen; and

R^{12} is a member selected from:

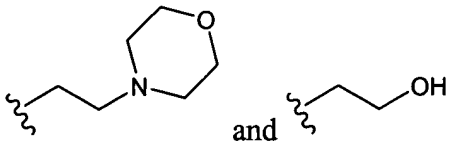


;



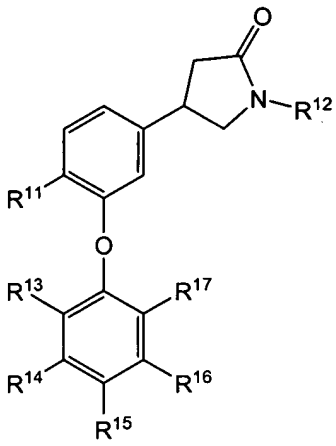
;

wherein R^{21} is halogen and R^{22} is a member selected from H, CH_3,



.

Claim 32. (New) A compound having the formula:



wherein

R^{12} is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;

R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} are members independently selected from H, halogen, and CN.

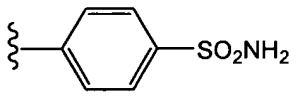
Claim 33. (New) The compound according to claim **32** in which at least one of R^{13}, R^{14}, R^{15}, R^{16}, and R^{17} is CN.

Claim 34. (New) The compound according to claim **32** in which R^{13} is halogen and R^{17} is CN.

Claim 35. (New) The compound according to claim **32** in which R^{12} is substituted or unsubstituted phenyl.

Claim 36. (New) The compound according to claim **35** in which said substituted phenyl is substituted with a member selected from $S(O)_2NH_2$ and $C(O)NH_2$.

Claim 37. (New) The compound according to claim **36** wherein said substituted phenyl is a member selected from:



; and